

RECORDATION NO. 23008-S FILED

JUL 14 '10 -3 49 PM

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SUITE 301  
WASHINGTON, D C

**SURFACE TRANSPORTATION BOARD**

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20036

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July 14, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Termination of Lease and Evidence of Sale (Schedule 8), dated as of June 30, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement and Bill of Sale previously filed with the Board under Recordation Numbers 23008 and 23008-A, respectively.

The names and addresses of the parties to the enclosed document are:

Lessor.	Siemens Financial Services, Inc. 1700 Wood Avenue South Iselin, New Jersey 08830
Lessee.	Wisconsin Central Ltd. c/o Canadian National Railway 935 de la Gauchetiere St West Montreal, Quebec H3B 2M9 Canada

Section Chief  
July 14, 2010  
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A description of the railroad equipment covered by the enclosed document is:

48 boxcars within the series WC 029000 – WC 029049 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Termination of Lease and Evidence of Sale (Schedule 8).

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

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MEMORANDUM OF TERMINATION OF LEASE AND EVIDENCE OF SALE

(Schedule 8)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM is made and entered into as of June 30, 2010 by and between SEIMENS FINANCIAL SERVICES, INC. (the "Lessor") and WISCONSIN CENTRAL LTD. (the "Lessee").

WITNESSETH:

1. **Allfirst Bank** ("Allfirst") and Lessee entered into a Master Lease Agreement dated as of June 30, 2000, and Equipment Lease Schedule No. 8 dated as of June 30, 2000 thereto, as amended or supplemented, (collectively, the "Lease") originally covering forty-eight (48) 50' 70-ton Plate F cushioned boxcars built in 1967 as more particularly described in Attachment 1 hereto (the "Cars") and in the Memorandum (as defined below);
2. To evidence the Lease (and the lease of certain other units of railroad rolling stock under schedules nos. 1, 2, 3, 4, 5, 6, 7, 9 and 10 to such Master Lease Agreement), a Memorandum of Lease Agreement dated as of June 30, 2000 (the "Memorandum") was (i) filed at the Surface Transportation Board (the "STB") on July 18, 2000 at 2:54 P.M. with primary recordation number 23008 and (ii) deposited at the Registrar General of Canada (the "RGC") on July 19, 2000 at 2:19 P.M.;
3. On June 30, 2000, **General Electric Capital Corporation** executed a bill of sale for the Cars (and certain of such other units of railroad rolling stock) in favor of Allfirst which was (i) filed at the STB on July 18, 2000 at 2:54 P.M. with secondary recordation number 23008-A and (ii) deposited at the RGC on July 19, 2000 at 2:17 P.M.;
4. Allfirst and **ICX Corporation** ("ICX") entered into a Transfer Agreement dated as of August 30, 2000 (the "Transfer Agreement") in respect of the Lease (and the lease of certain other units of railroad rolling stock under schedules nos. 1, 2 and 10 to such Master Lease Agreement);
5. To evidence the Transfer Agreement, a Memorandum of Assignment of Schedule No. 1, Schedule No. 2, Schedule No. 8 and Schedule No. 10 to Master Lease Agreement dated as of August 30, 2000 was (i) filed at the STB on August 30, 2000 at 11:06 A.M. with secondary recordation number 23008-B and (ii) deposited at the RGC on August 30, 2000;
6. On August 30, 2000, Allfirst executed a Bill of Sale for the Cars (and certain of such other units of railroad rolling stock) in favor of ICX which was filed at the STB on August 30, 2000 at 11:07 A.M. with secondary recordation number 23008-C;
7. Allfirst and ICX entered into a Memorandum of Modification to a Memorandum of Assignment of Schedule No. 1, Schedule No. 2, Schedule No. 8 and Schedule No. 10 to

Master Lease Agreement dated as of August 31, 2000 which was (i) filed at the STB on September 5, 2000 at 3:06 P.M. with secondary recordation number 23008-D and (ii) deposited at the RGC on September 5, 2000;

8. Allfirst and ICX entered into a Memorandum of Modification to Bill of Sale dated as of August 31, 2000 which was filed at the STB on September 5, 2000 at 3:06 P.M. with secondary recordation number 23008-E;
9. ICX and Lessor entered into a Master Sale Agreement dated as of June 7, 2005 (the "Master Sale Agreement") in respect of the Lease (and certain other leases including the lease of certain other units of railroad rolling stock under schedule no. 2 to such Master Lease Agreement);
10. To evidence the Master Sale Agreement as it pertained to the Lease, a Memorandum of Assignment of Schedule No. 8 to Master Lease Agreement dated as of June 16, 2005 was (i) filed at the STB on June 17, 2005 at 2:19 P.M. with secondary recordation number 23008-L and (ii) deposited at the RGC on June 17, 2005;
11. As of the date hereof, Lessor and Lessee desire to terminate the Lease of the Cars and evidence the transfer in title to the Cars to Lessee.

**NOW THEREFORE**, for good and valuable consideration, Lessor and Lessor hereby agree and acknowledge for the public record that (i) the Lease is terminated (except for such terms thereof which expressly survive termination), (ii) Lessee is now the owner of the Cars and (iii) any security interest in the Cars is hereby released.

[Execution on next page ]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum to be executed as of the date first above written.

**SIEMENS FINANCIAL SERVICES, INC.,**  
Lessor

By: Michelle H. Mitchell

**WISCONSIN CENTRAL LTD.,**  
Lessee

By: John A.N. Lamont  
John A.N. Lamont  
Senior Manager Asset Finance

STATE OF NEW JERSEY, COUNTY OF MIDDLESEX, TO WIT:

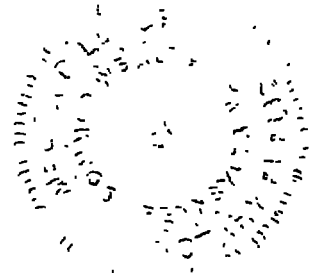
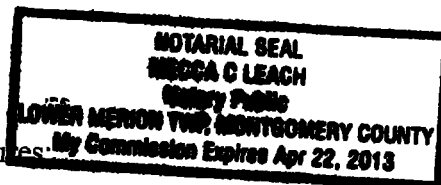
On this 1 day of July, 2010 before me personally appeared, Michele Mitchell, to me personally known, who being by me duly sworn, says that he /she is a Portfolio Management Director of SIEMENS FINANCIAL SERVICES, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

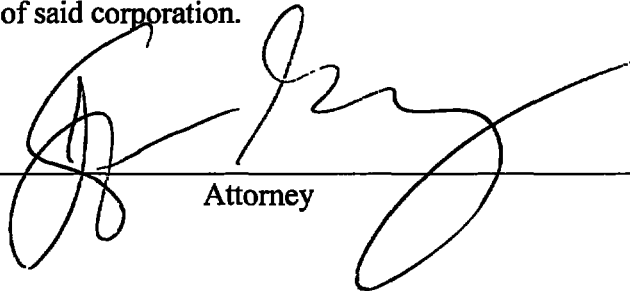
[Notarial Seal]

My commission expires



PROVINCE OF QUEBEC, DISTRICT OF MONTREAL, TO WIT:

On this 5<sup>th</sup> day of July, 2010 before me personally appeared John A.N. Lamont to me personally known, who being by me duly sworn, says that he is the Senior Manager Asset Finance of WISCONSIN CENTRAL LTD., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Attorney

Bar Number: 188726-2

ATTACHMENT I

DESCRIPTION OF EQUIPMENT

Forty-eight (48) 50 ft , 70-ton boxcars, Plate F, with cushioned underframes, originally built in 1967, rebuilt to Rule 88 standards in 1990 bearing the following road marks and numbers:

WC 029000	WC 029025
WC 029001	WC 029026
WC 029002	WC 029027
WC 029003	WC 029028
WC 029004	WC 029029
WC 029005	WC 029030
WC 029006	WC 029031
WC 029007	WC 029032
WC 029008	WC 029033
WC 029009	WC 029034
WC 029010	WC 029035
WC 029011	WC 029036
WC 029012	WC 029038
WC 029013	WC 029039
WC 029014	WC 029040
WC 029015	WC 029041
WC 029016	WC 029042
WC 029017	WC 029043
WC 029018	WC 029044
WC 029019	WC 029045
WC 029020	WC 029046
WC 029022	WC 029047
WC 029023	WC 029048
WC 029024	WC 029049